

Film Pack Camera Club Bylaws

Table of Contents

- ARTICLE 1: NAME 2
- ARTICLE 2: PURPOSE and FORM 2
- ARTICLE 3: MEMBERS 2
 - Section 3.1: Qualifications 2
 - Section 3.2: Member Voting 3
 - Section 3.3: Ending Membership, Limiting Privileges, or Imposing Corrective Action 4
- Article 4: Member Meetings, Programs, Activities, and Events 4
 - Section 4.1: Member Programs, Activities and Events 4
 - Section 4.2 Member Business Meetings 5
- Article 5: Board of Directors 6
 - Section 5.1: Number 6
 - Section 5.2: Powers and Committees 6
 - Section 5.3: Performance of Duties 7
 - Section 5.4: Qualifications and Election of Directors 7
 - Section 5.5: Term of Office 7
 - Section 5.6: Resignation and Removal 7
 - Section 5.7: Vacancies 8
 - Section 5.8: Compensation 8
 - Section 5.9: Limitation of Liability 8
- Article 6: Meetings of the Board of Directors 8
 - Section 6.1: Regular and Special Meetings 8
 - Section 6.2: Notice and Waiver of Notice 9
 - Section 6.3: Waiver of Notice 9
 - Section 6.4: Quorum and Voting 9
 - Section 6.5: Action Without a Meeting 9
 - Section 6.6: Meeting by Electronic Methods 9
- Article 7: Officers 10
 - Section 7.1: Number of Officers 10

Section 7.2: President	10
Section 7.3: Vice President	10
Section 7.4: Secretary	10
Section 7.5: Treasurer	10
Section 7.6: Election of Officers.....	11
Section 7.7: Terms of Officers.....	11
Section 7.8: Removal and Resignation of Officers.....	11
Section 7.9: Vacancies in Officer Positions	11
Article 8: Administrative and Financial Provisions.....	11
Section 8.1: Administrative Provisions	11
Section 8.2: Financial Provisions.....	12
8.2.2 Separation of Financial Duties	12
Article 9: Amendment.....	13
Certification.....	14

ARTICLE 1: NAME

The name of this organization is Film Pack Camera Club, hereafter known in these Bylaws as FPCC.

ARTICLE 2: PURPOSE and FORM

FPCC serves as a membership association for persons interested in the art and science of photography who seek to socialize with like-minded photographers, improve photographic knowledge and skills, share images in programs and competitions, and participate in FPCC activities.

PCC is organized in the form of an all-volunteer unincorporated membership association based in Clark County, Washington, with membership primarily residing in the Portland-Vancouver metropolitan area of the states of Washington and Oregon. FPCC is not organized for the private financial gain or profit of any person or entity.

ARTICLE 3: MEMBERS

Section 3.1: Qualifications

Members of FPCC shall be interested in photography, subscribe to the purposes of FPCC, act in conformity with these Bylaws and FPCC policies, submit contact information as specified by the Board, pay dues as specified by the Board, consent to use of email for FPCC notifications, be approved for membership by an Officer of FPCC, and be admitted to membership during a time

when membership is not closed to new members. Persons who have not reached the age of 18 must also have documented parental or guardian consent.

A member in good standing is one who has been accepted into membership, has paid dues as specified by the Board, and is not suspended from voting.

The Board has the discretion to uniformly cease approval of new members for appropriate time periods based on the Board's assessment of the number of members FPCC has the capacity to serve.

Visitors, including persons interested in becoming FPCC members and other persons who are not FPCC members, may be permitted to attend, without voting privileges, certain FPCC meetings in circumstances specified by the Board.

Section 3.2: Member Voting

3.2.1 Number of votes

Each member in good standing shall have one vote with respect to each issue presented for decision and for each position subject to election during an annual or special member meeting duly convened and properly noticed.

3.2.2 Voting Methods

The method of voting, including but not limited to voice, roll call, paper ballot, electronic ballot, or other method, shall be determined by the presiding officer of the meeting unless otherwise specified by the Board, these Bylaws or applicable law or regulation. To promote informed decision making, voting by proxy is not allowed.

3.2.3 Majority Decision.

The vote of a majority of the votes cast by the members at a duly convened and properly noticed and at which a quorum is established shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by these Bylaws or applicable law or regulation.

3.2.4 Quorum for Member Meetings.

Fifty percent of the members in good standing shall constitute a quorum at a meeting of the members. If less than a quorum is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 3.3: Ending Membership, Limiting Privileges, or Imposing Corrective Action

3.3.1 Resignation

Any member may resign by filing a written resignation, in person, by mail, or by email, with the Treasurer or any other Officer. Resignations shall be effective upon receipt unless a later date is specified in the resignation. Resignation shall not relieve the resigning member of any obligation accrued and unpaid.

3.3.2 Failure to Pay Dues

The consequences of failure to pay dues, up to and including automatic removal from membership, shall be specified in policy adopted by the Board.

3.3.3 Death

The death of any member automatically ends membership in FPCC as of the date of death. However, the Board may adopt policy regarding transitional procedures for disposition of images already entered competition or posted in FPCC galleries, coordination with the representative of the estate, and other issues as needed.

3.3.4 Action by Directors

By vote of not less than two thirds of the Directors then in office, the Directors may: limit membership privileges of any member with cause, impose corrective action on any member with cause, or remove any member from FPCC at any time with or without cause.

The Board shall establish a fair process for investigation and decisions in cases brought for cause. In situations of actual or credible imminent harm to FPCC any FPCC member, the process may allow the President or any two other officers to implement summary suspension of membership privileges until investigation is complete and the Board decision is made. The decision of the Board shall be final.

Article 4: Member Meetings, Programs, Activities, and Events

Section 4.1: Member Programs, Activities and Events

The Board may schedule recurring programs, activities, and events typically but not necessarily monthly during specified months of the year, to accomplish any of FPCC's purposes. Examples may include image competitions, photography education sessions, image discussions, or other gatherings. The manner of meeting, whether in-person or by electronic methods, shall be determined by the Board as needed. The President, the Secretary, a Director, or their designee shall post the schedule in the FPCC website calendar and/or notify all members of the schedule via email. No other notice is required.

The Board may schedule programs, activities, and events that may be infrequent or one-time occurrences to accomplish any of FPCC's purposes. Examples may include field trips, special photographic sessions, member social gatherings, or other gatherings. All shall be conducted in compliance with applicable Bylaws, FPCC policies, laws, and regulations. Some of these may

have restricted capacity for number of participants. Notice shall be provided to members by methods specified by the Board.

The Board may specify that participation in certain programs, activities or events shall require execution of a Board-approved release of liability form.

For appropriate programs, activities, or events, the Board may allow participation by guests who are invited by FPCC members, guests who are members of other photography clubs, or other persons, with specifics determined as needed for each program, activity, or event.

Section 4.2 Member Business Meetings

4.2.1 Annual Meeting

The annual meeting of the members shall be held in May or June each year for the purpose of electing Officers and Directors and transacting such other business as may properly come before the meeting. The date, time, place, and manner of meeting shall be designated by the Board. If the annual meeting is not held in May or June, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

The President, the Secretary, or another Director shall prepare a written notice announcing the annual meeting and stating the date, time, place, and manner of meeting as well as the purposes for which the meeting is called and shall send the notice to each member entitled to vote at the meeting, either personally, by mail, or by email or similar electronic transmission, not less than fourteen days before the meeting.

4.2.2 Special Meetings

The President or the Board may call a special meeting of the members for discussion and voting on any appropriate matter. A special meeting of appropriately limited duration may be scheduled to take place at the start of a recurring program, activity, or event with consent of the person presiding.

the President, Secretary, another Director, or their designee shall prepare written notice stating the date, time, place, and manner of the meeting and the purposes for which the meeting is called and shall send the notice to each member entitled to vote at the meeting, either personally, by mail, by email, or by similar electronic transmission, not less than fourteen days before the meeting.

Section 4.3: Manner of Member Business Meetings

4.3.1 Business Meeting in Person

Member meetings may convene in part or in whole with participation in-person.

4.3.2 Business Meeting by Electronic Methods

Member meetings may convene in part or in whole with participation through use of conference telephone, electronic video screen communication, email, or other electronic

transmission so long as each member participating in the meeting can communicate with all of the other members at the meeting concurrently or serially and each member is provided with the means of participating in all matters before the group, including the capacity to propose, or to interpose an objection to, a specific action to be taken. Participation in a meeting in this manner constitutes presence in person at such meeting. Conduct of such meetings shall comply with applicable policy.

Article 5: Board of Directors

Section 5.1: Number

FPCC shall have at least 4 and no more than 15 Directors, and collectively they shall be known as the Board of Directors or the Board. Within these limits, the Board may, by resolution, increase or decrease the number of Directors serving on the Board, including for the purpose of staggering the terms of Directors.

Section 5.2: Powers and Committees

All FPCC powers shall be exercised by or under the authority of the Board of Directors and the affairs of FPCC shall be managed under the direction of the Board in compliance with these Bylaws, FPCC policies, and applicable laws and regulations. T

he Directors are responsible for overall policy, planning, finances, and direction of FPCC.

The Board may delegate responsibility for day-to-day operational activities of FPCC to individual Directors, non-Director members, or operational committees.

Although the Board of Directors as a group may delegate authority, an individual Director may not appoint a substitute or alternate to act in his or her place.

The Board may, by resolution adopted by a majority of the Directors then in office, create any number of Board committees, each consisting of two or more Directors, to serve at the pleasure of the Board.

Board committees may be given all the authority of the Board, except for the powers to set the number of Directors, elect Directors, remove Directors, amend or repeal these Bylaws or adopt new Bylaws, direct any other committees, or approve any merger, reorganization, voluntary dissolution, or disposition of substantially all assets of FPCC.

The Board may establish any number of advisory or operational committees composed of Directors or non-Director members appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of FPCC but shall be restricted to making recommendations to the Board and implementing Board decisions and policies under the supervision and direction of the Board.

Every Director shall have the absolute right at any reasonable time to inspect, copy, or make extracts of all books, records, and documents, and to inspect the physical assets of FPCC. The inspection may be made in person or by the Director's agent or attorney.

Section 5.3: Performance of Duties

A Director shall perform the duties of Director in good faith, in a manner reasonably believed to be in the best interest of FPCC, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

In performing the duties of a Director, a Director shall be entitled to rely on information, reports, or statements, including financial statements and other financial data, prepared by one or more FPCC Officers, a committee upon which the Director does not serve, counsel, accountants, or other competent persons, so long as the Director acts after reasonable inquiry when such is needed and does not have knowledge that would cause such reliance to be unwarranted.

Section 5.4: Qualifications and Election of Directors

Directors shall be members of FPCC and shall be of the age of majority as defined by the state of Washington. Directors shall consent to use of email for official notices from FPCC.

Prior to the end of term for each Director position, a candidate or candidates who are willing to serve if elected are nominated by the FPCC President with the assistance of a nominating committee appointed by the President when needed or are nominated from the floor during the annual membership meeting. During the annual membership meeting, convened with proper notice and with quorum established, Directors are elected from the nominees for each position by majority vote of members present.

Each Director upon election or appointment shall be required to sign a statement which affirms that the Director has received a copy of the FPCC Conflict of Interest Policy, has read and understands the policy, and has agreed to comply with the policy.

Section 5.5: Term of Office

The term of office of each Director elected at the annual membership meeting shall be one, two, or three years with the term for each position determined by the Board prior to the election that fills the position. Directors may be elected to successive terms of office.

Section 5.6: Resignation and Removal

A Director may resign at any time by submitting written resignation to the President, the Secretary, or the Board. Resignations shall be effective upon receipt unless a later date is specified in the resignation.

A Director who does not attend at least a majority of regularly scheduled Board meetings during each half year may be asked, in the discretion of the Board, to resign as a Director.

A Director may be removed at any time with or without cause by a vote of two thirds of the Directors then in office.

Section 5.7: Vacancies

Vacancies of the Board of Directors shall be filled by vote of a majority of the remaining Directors, even though less than a quorum, at a regular or special meeting of Directors called for that purpose. A successor Director shall serve for the remaining portion of the term of the predecessor until the next annual membership meeting and shall then be eligible for nomination to be elected by the membership to serve a one-, two-, or three-year term as determined by the Board.

Section 5.8: Compensation

Directors shall receive no compensation for carrying out their duties as Directors.

The Board may adopt policy providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities.

Directors are not restricted from being remunerated for professional or educational services provided to FPCC. Such remuneration shall be reasonable and fair to FPCC and must be reviewed and approved in accordance with the Board conflict of interest policy and applicable laws and regulations.

Section 5.9: Limitation of Liability

A Director shall have no liability to FPCC for monetary damages for conduct as a Director, except for acts or omissions that involve intentional misconduct by the Director, or a knowing violation by the Director of these Bylaws or FPCC policies or applicable laws or regulations. A Director shall not be personally liable for the debts, liabilities, or other obligations of FPCC.

Any repeal or modification of this Section shall not adversely affect any right or protection of a Director of FPCC existing at the time of such repeal or modification for or with respect to an act or omission of such Director occurring prior to such repeal or modification.

Article 6: Meetings of the Board of Directors

Section 6.1: Regular and Special Meetings

Regular meetings of Board shall be held at least four times per year on a schedule determined in advance by the Board.

Special meetings of the Board may be called by the President, the Vice President, or by any two Directors.

Section 6.2: Notice and Waiver of Notice

No notice need be given of any regular meeting of the Board.

At least one week prior notice of each special meeting of the Board shall be given to each Director by the Secretary, the Secretary's designee, or another Director. Such notice may be given personally, by first class mail, by telephone, or by email, and shall state the place, date, time, and method of the meeting and the matters to be present and acted upon at the meeting.

Section 6.3: Waiver of Notice

The transactions of any meeting of the Board, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present and if either before or after the meeting each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement. All waivers, consents, and approvals shall be filed with the minutes of the meeting.

Section 6.4: Quorum and Voting

A quorum shall consist of not less than one-half of the total number of Directors then in office. If a quorum is not present, a majority of the Directors present may adjourn the meeting from time to time without further notice.

A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Action is taken by a majority vote of the Directors present except as otherwise provided by these Bylaws or applicable laws and regulations. Each Director has one vote for each matter being considered and one vote for each position being elected. Directors may not vote by proxy.

Section 6.5: Action Without a Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent to such action. Such written consents shall be filed with the minutes of the Board. Such written consents shall have the same force and effect as the unanimous vote of the Directors.

Section 6.6: Meeting by Electronic Methods

Directors may participate in a meeting through use of conference telephone, electronic video screen communication, email, or other electronic transmission so long as each Director participating in the meeting can communicate with all of the other Directors at the meeting concurrently or serially and each Director is provided with the means of participating in all

matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken.

Participation in a meeting pursuant to this section constitutes presence in person at such meeting.

Article 7: Officers

Section 7.1: Number of Officers

The Officers of FPCC shall be a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be Directors of FPCC. Any number of Officer positions may be held by the same person except the offices of President and Secretary.

Section 7.2: President

The President shall, subject to the direction of the Board, oversee the governance of FPCC and have general management of the business and supervise the affairs of FPCC and the activities of the Officers. The President shall perform all duties incident to the office of President and such other duties as may be required by direction of the Board, these Bylaws and FPCC policies, or applicable laws and regulations.

Section 7.3: Vice President

The Vice President shall perform all duties incident to the office of Vice President and such other duties as may be required by direction of the Board, these Bylaws and FPCC policies, or applicable laws and regulations. In the absence, inability to act, or refusal to act of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of the President. In the absence, inability to act, or refusal to act of both the President and Vice President, the Directors may by majority vote designate another Director other than the Secretary to perform the duties of the President.

Section 7.4: Secretary

The Secretary shall have overall responsibility for all record keeping of the Board and FPCC including but not limited to keeping minutes of the meetings of the Board and of business meetings of the membership. In the absence of the Secretary from a meeting, the President shall appoint another Director to act as Secretary of the meeting. The Secretary shall perform all duties incident to the office of Secretary and such other duties as may be required by direction of the Board, these Bylaws and FPCC policies, or applicable laws and regulations.

Section 7.5: Treasurer

The Treasurer shall be the Chief Financial Officer of FPCC and shall have charge and custody of, and be responsible for, all funds and securities of FPCC, keep and maintain adequate and correct accounts of FPCC's business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses, exhibit on request at all reasonable times the books of account and financial records to any FPCC Director, or to his or her agent or attorney, and

render to the President or the Board on request any financial statements or reports that may be required. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be required by direction of the Board, these Bylaws and FPCC policies, or applicable laws and regulations.

Section 7.6: Election of Officers

Prior to the end of the term of each Officer, a candidate or candidates who are willing to serve if elected are nominated by the President with the assistance of a nominating committee appointed by the President when needed or are nominated from the floor during the annual membership meeting. During the annual membership meeting, convened with proper notice and with quorum established, Officers are elected from the nominees for each position by majority vote of members present, with election conferring both the Officer position and the concurrent Director position for the Officer.

Section 7.7: Terms of Officers

The term of office of each Officer elected at the annual membership meeting shall be one, two, or three years with the term for each position determined by the Board prior to the election that fills the position. Officers may be elected to successive terms of office.

Section 7.8: Removal and Resignation of Officers

An Officer may resign at any time by submitting written resignation to the President, the Secretary, or the Board. Resignations shall be effective upon receipt unless a later date is specified in the resignation.

An Officer may be removed at any time with or without cause by two thirds vote of the Directors then in office.

Section 7.9: Vacancies in Officer Positions

Vacancies of an Officer position shall be filled by vote of a majority of the remaining Directors, even though less than a quorum, at a regular or special meeting of Directors called for that purposed. A successor Officer shall serve for the remaining portion of the term of the predecessor until the next annual membership meeting and shall then be eligible for nomination to be elected by the membership to serve a one-, two-, or three-year term as determined by the Board.

Article 8: Administrative and Financial Provisions

Section 8.1: Administrative Provisions

8.1.1 Rules of Procedure

The Board may adopt its own rules and order of business and may establish rules for the conduct of meetings and the maintenance of order.

8.1.2 Electronic Transmission

Unless otherwise provided in these Bylaws or applicable law or regulation and subject to FPCC policies, the terms “written” and “in writing” as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmission such as fax or email, provided that FPCC has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission and the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

8.1.3 Non-discrimination

FPCC does not and shall not discriminate against any person based on race, color, sex, sexual orientation, religion, creed, marital status, national origin, disability, political belief, or any category protected by law from discrimination.

8.1.4 Severability

If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible, the remainder of these Bylaws shall be considered valid and operative, and effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

Section 8.2: Financial Provisions

8.2.1 Fiscal Year

The fiscal year of FPCC shall end each year on August 31.

8.2.2 Separation of Financial Duties

To detect errors timely and to reduce potential opportunities for misuse of FPCC assets, FPCC shall operate with appropriate separation of financial duties as directed by the Board.

8.2.3 No Loans or Advancement of Credit to Directors

FPCC shall not make any loan of money or provide advancement of credit to any FPCC Director, provided, however, that FPCC may advance money to a Director for expenses reasonably anticipated to be incurred in the performance of the duties of the Director so long as the Director would be entitled to reimbursement for such expenses absent that advance.

8.2.4 Transactions

All funds of FPCC shall be deposited from time to time to the credit of FPCC in such banks or other depositories as the Board may select. All checks, drafts, and other orders for payment or fund transfer issued in the name of FPCC shall be authorized and/or signed only by such person or persons as authorized by the Board.

8.2.6 Debt

No loans shall be contracted on behalf of FPCC and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

8.2.7 Execution of Instruments

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer, Director, or agent of FPCC to enter into any contract or execute and deliver any instrument in the name of and on behalf of FPCC, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, Director, or agent shall have any power or authority to bind FPCC by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

8.2.8 Gifts and Contributions.

The Treasurer may accept on behalf of FPCC any contribution, gift, bequest, or device as may be consistent with the established purposes of FPCC and as may be permitted by applicable law.

8.2.9 Distribution of Assets

Upon the dissolution of FPCC, its assets, remaining after payment or provision for payment of all debts and liabilities of FPCC, shall be distributed for exempt purposes to one or more organizations related to photography that are able and willing to accept such assets, or shall be distributed to the federal government, or to a state or local government for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the state of Washington.

Article 9: Amendment

These Bylaws may be amended, or repealed and new Bylaws adopted, by an affirmative vote of two thirds of the Directors then in office in a Director's meeting called for that purpose followed by an affirmative vote of two thirds of the members participating in a regular or special member meeting called for that purpose.

Notice for a meeting of Directors to consider a Bylaws amendment must be given at least fourteen days prior to the Directors meeting, must state date time, and manner of the meeting and that one of the purposes of the meeting is to consider an amendment of the Bylaws, and must provide a copy of the proposed amendment.

If the Directors do not approve the amendment by the required number of votes, the amendment is not adopted.

If the Directors approve the amendment, the Directors shall provide notice to the members in good standing stating the time, date, and manner of a member meeting to consider the Bylaws amendment, with notice to be provided at least fourteen days prior the meeting and accompanied by a copy of the proposed amendment.

Certification

I certify that:

- The FPCC Board reviewed these Bylaws on 04/27/2021 and voted to recommend that the FPCC membership discuss and approve amending the previous Bylaws by replacement with these Bylaws.
- The FPCC membership discussed these Bylaws during a regularly scheduled FPCC member meeting on 05/04/2021.
- The FPCC membership during a regularly scheduled membership meeting with quorum present on 05/18/2021 voted to amend the previous Bylaws of Feb 4, 2014 by replacement with these Bylaws.

Robert Wheeler, President

Signed copy filed with FPCC records.

May 18, 2021

Date